



ABN 51 128 246 042

000001 000 ZHE
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 12 noon (Melbourne time) Sunday 29 May 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Zheng He Global Capital Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Zheng He Global Capital Limited to be held at Level 9, 468 St Kilda Road, Melbourne, Victoria on Tuesday, 31 May 2011 at 12 noon (Melbourne time) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr. Andrew Smith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr. Cheng Ngee Lee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Ms. Caroline Tan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

For personal use only



Notice of Annual General Meeting and Explanatory Statement

Zheng He Global Capital Limited

ACN 128 246 052

Date: 31 May 2011

Time: 12 noon (Melbourne time)

Place: Zheng He Global Capital Limited
Level 9
468 St Kilda Road
Melbourne
Victoria 3000

This is an important document and requires your attention. The Explanatory Statement contained in this Notice of Annual General Meeting should be read in full.

If you are in any doubt as to how to deal with it, please consult your financial or other professional adviser.

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the Annual General Meeting in relation to the Transitional Financial Year 2010¹ of Zheng He Global Capital Limited ACN 128 246 052 (the **Company**) will be held at Level 9, 468 St Kilda Road, Melbourne Victoria 3004 at **12 noon** (Melbourne time) on 31 May 2011.

Business

Shareholders are invited to consider the following items of business at the annual general meeting:

Ordinary business

1. Financial statements and related reports

To lay before the Annual General Meeting for shareholders to receive and consider:

- a) **The Financial Report of the Company and its controlled entities for the Transitional Financial Year 2010 ending 31 December 2010;**
- b) **The Directors' Report; and**
- c) **The Auditor's Report.**

2. Remuneration Report (Resolution 1)

To consider and, if thought fit, pass the following as an ordinary resolution:

THAT the Remuneration Report of the Company as set out in the Annual Report for the Transitional Financial Year 2010 ended 31 December 2010 be adopted.

Note: The vote on this item is advisory only and does not bind the directors or the Company.

3. Re-election of Mr. Andrew Smith as a Director (Resolution 2)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

THAT Mr. Andrew Smith, having been appointed as a director of the Company since 2 June 2010 and retiring pursuant to the Company's constitution, and, being eligible, be elected as a director of the Company.

4. Re-election of Mr. Cheng Ngee Lee as a Director (Resolution 3)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

THAT Mr. Cheng Ngee Lee, having been appointed as a director of the Company since 8 March 2011 and retiring pursuant to the Company's constitution, and, being eligible, be elected as a director of the Company.

¹ Refer to Explanatory Notes to the Notice of Annual General Meeting

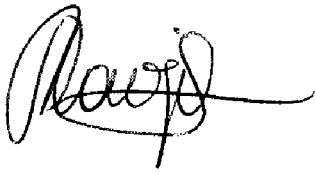
5. Re-election of Ms. Caroline Tan as a Director (Resolution 4)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

THAT Ms. Caroline Tan, having been appointed as a director of the Company since 14 January 2011 and retiring pursuant to the Company's constitution, and, being eligible, be elected as a director of the Company.

Dated 29 April 2011

By order of the Board of Zheng He Global Capital Limited



Sophie Karzis
Company Secretary

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Voting information

Voting by proxy

- (a) A shareholder entitled to attend and vote at the annual general meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 12 noon (Melbourne time) on 29 May 2011** at the share registry, being the office of Computershare Investor Services Pty Ltd:
- by post at GPO Box 242, Melbourne, Victoria 3001; or
 - by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
 - by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
 - Custodian voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Voting and other entitlements at the annual general meeting

A determination has been made by the board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at 12.00 noon (Melbourne time) on **29 May 2011** will be taken to be held by the persons who held them at that time for the purposes of the annual general meeting (including determining voting entitlements at the meeting).

Explanatory notes to notice of annual general meeting

1. Note to Shareholders on Transitional Financial Year 2010

As previously advised to shareholders, the Company has recently changed its financial year end from 30 June to 31 December.

The Company sought to change its financial year end in order to allow for alignment with the financial year ends of its subsidiaries, Zheng He Global Capital Corporation (British Virgin Islands) and Fujian Zhong Hong (People's Republic of China), which are at 31 December.

The Company modified its financial year end by changing its financial year starting 1 July 2010 and ending 30 June 2011, into a transitional financial year of 6 months from 1 July 2010 to 31 December 2010 (**Transitional Financial Year 2010**), with each financial year thereafter being 12 months to 31 December.

The Company's six month transitional financial year which commenced on 1 July 2010, has ended on 31 December 2010. This Annual General Meeting will therefore be held in relation to the Transitional Financial Year 2010.

2. Financial and related reports

The Transitional Financial Year 2010 Annual Report contains the Directors' Reports, the Financial Reports and the Remuneration Report. The Company's Transitional Financial Year 2010 Annual Report is available from the Company's website (www.zhenghe.com.au).

3. Adoption of Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Transitional Financial Year 2010 annual report and is available from the Company's website (www.zhenghe.com.au).

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the differences between the basis for remunerating non-executive directors and senior executives, including the Chief Executive Officer and executive director.

The vote on this item is advisory only and does not bind the directors. The Company's Remuneration Committee will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

4. Re-election of directors

Retirement by rotation (Resolution 2- Re-election of Mr. Andrew Smith as Director)

In accordance with clause 59.1 of the Company's constitution (**Constitution**), at the close of each annual general meeting, one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire by rotation. Clause 59.1 states:

"at the close of each annual general meeting one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire."

There are currently six Directors on the Company's Board. Therefore, pursuant to clause 59.1 of the Constitution, two Directors must retire by rotation.

Clause 59.2 determines which two Directors on the Board are required to retire by rotation. Clause 59.2 states:

"The Directors to retire by rotation at an annual general meeting are those directors who have been longest in office since their last election."

It follows that Mr. Rongcheng Wei and Mr. Andrew Smith will be required to retire by rotation at this Annual General Meeting. In accordance with clause 59.5 of the Constitution, both Mr. Wei and Mr. Smith will be eligible to seek re-election at this Annual General Meeting.

Mr. Wei has advised the Company that he will not be seeking re-election at this Annual General Meeting. Therefore, only Mr. Smith will seek re-election pursuant to retirement by rotation. Accordingly, Mr. Wei's directorship will cease at the conclusion of this Annual General Meeting.

Retirement of additional Directors (Resolutions 3, 4- Re-election of Mr. Cheng Ngee Lee and Ms. Caroline Tan as Directors)

Ms. Caroline Tan and Mr. Cheng Ngee Lee were appointed to the Board as additional Directors on 14 January 2011 and 8 March 2011 respectively under clause 58.1 of the Constitution, which states:

"the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors."

Clause 58.2 of the Constitution states:

"Unless the Director is an Executive Director and the ASX Listing Rules do not require that Director to be subject to retirement as set out in this clause, a Director appointed under clause 58.1 will hold office until the end of the next annual general meeting of the Company, at which the Director may be re-elected but he or she will not be taken into account in determining the number of Directors who must retire by rotation at the meeting in accordance with clause 59.1."

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Each of Ms. Tan and Mr. Lee are thus required to retire at this Annual General Meeting, during which they may seek re-election. This is in addition to the retirements by rotation of the retiring directors.

Please refer to the Transitional Financial Year 2010 Annual Report for information about Mr. Smith, Mr. Lee and Ms. Tan.

The Board, with Mr. Smith, Mr. Lee and Ms. Tan abstaining respectively, recommend that shareholders vote in favour of their re-election.